

HERRICK, FEINSTEIN, LLP
Two Park Avenue
New York, New York 10016
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Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- x -----
In re: : Chapter 11
: .
SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)
: .
Debtors¹ : (Jointly Administered)
: .
: .
----- x -----

**THIRTEENTH MONTHLY FEE STATEMENT OF HERRICK, FEINSTEIN
LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS
INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	December 1, 2020 through December 31, 2020
Monthly Fees Incurred:	\$142,317.50
20% Holdback:	\$28,463.50
Total Compensation Less 20% Holdback:	\$113,854.00
Monthly Expenses Incurred:	\$15,672.19
Total Fees and Expenses Requested:	\$129,526.19

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Thirteenth Combined Monthly Fee Statement”) covering the period from December 1, 2020 through December 31, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirteenth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$113,854.00 (80% of \$142,317.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and

expenses in the amount of \$15,672.19 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets for a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirteenth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email:jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrett.lail@weil.com](mailto:garrett.lail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email:paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email:shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira S. Dizengoff (email: idizengoff@akingump.com) and Sara Lynne Brauner (email: sbrauner@akingump.com), (collectively, the “Notice Parties”).

Objections to this Thirteenth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **February 8, 2021**

(the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Thirteenth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Thirteenth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirteenth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
January 22, 2021

HERRICK FEINSTEIN LLP

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*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Sean E. O'Donnell	Restructuring & Finance Litigation	1998	\$1025.00	1.5	\$1,537.50
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$785.00	21.3	\$16,720.50
Total Partners				22.8	\$18,258.00
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$610.00	27.2	\$16,592.00
Total Counsel				27.2	\$16,592.00
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Heather M. Zimmer	Restructuring & Finance Litigation	2017	\$435.00	118.4	\$51,504.00
Gabrielle R. Fromer	Restructuring & Finance Litigation	2018	\$420.00	21.7	\$9,114.00
Elizabeth J. Plowman	Restructuring & Finance Litigation	2018	\$420.00	7.6	\$3,192.00
Silvia Stockman	Restructuring & Finance Litigation	2016	\$435.00	20.10	\$8,743.50
Daniel Field	Restructuring & Finance Litigation	2016	\$435.00	4.8	\$2,088.00
Rodger Quigley	Restructuring & Finance Litigation	2017	\$420.00	42.4	\$17,808.00
Conor Anderson	Restructuring & Finance Litigation	2017	\$415.00	1.9	\$788.50

Total Associates				216.90	\$93,238.00
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PARALEGALS/ NON-LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Linda Schepp	Restructuring & Finance Litigation	\$335.00	13.8	\$4,623.00
Larisa Poretsky	Litigation	\$390.00	23.7	\$9,243.00
Total Paralegals/ Non-Legal Staff			37.5	\$13,866.00

MANAGING ATTORNEY'S OFFICE	AMOUNT
Electronic/Paper Filing	\$97.50
E-DISCOVERY & LITIGATION SUPPORT SERVICES	AMOUNT
Document Production	\$190.00
Project Management	\$76.00
TOTAL	\$363.50

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration - B110	1.0	\$363.50
Fee/Employment Applications – B160	36.60	\$19,317.00
Other Contested Matters – B190	29.80	\$16,580.50
Joint Asserted Causes of Action	238.00	\$106,056.50
Total	67.40	\$142,317.50

Exhibit C

Itemized Fees



HERRICK

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

January 19, 2021
Invoice Number: 541327
Matter Number: 19609.0001
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through December 31, 2020	\$36,261.00
Expenses posted through December 31, 2020	15,672.19
TOTAL	<u>\$51,933.19</u>
Unpaid balance from previous invoice(s)	\$40,306.30
Total Due Now	\$92,239.49

Kindly return this page with your check payment to:

Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:

Citibank, N.A.

ABA Number: 0089
Account Number: 6165
SWIFT #: S33

PLEASE REMIT PAYMENT WITHIN 30 DAYS

HERRICK, FEINSTEIN LLP • Two Park Avenue • New York, NY 10016 • Phone: 212.592.1400 • Fax: 212.592.1500



Invoice Number: 541327
Matter Number: 19609.0001
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LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/01/20	C. Carty	B190	Analyze issues related to Barclays proffer.	0.80
12/01/20	S. O'Donnell	B190	Coordinate Barclays proffer.	0.50
12/01/20	K. Kolb	B190	Call with expert regarding data analysis.	0.60
12/01/20	K. Kolb	B190	Revise outline for proffer.	0.30
12/01/20	L. Poretsky	B160	Conference with billing department re details of the summaries related to third fee application; continue third fee application;	1.50
12/02/20	C. Carty	B160	Attention to issues related to fee statements and interim fee application.	2.50
12/02/20	K. Kolb	B190	Revise proffer outline.	1.50
12/02/20	K. Kolb	B160	Draft insert for fee application.	0.30
12/02/20	K. Kolb	B190	Further revisions to proffer outline.	0.20
12/02/20	G. Fromer	B190	Email Kyle Kolb about revising deposition outline.	0.10
12/02/20	G. Fromer	B190	Review Kyle Kolb's revisions to deposition outline.	0.10
12/02/20	L. Poretsky	B160	Continue to review documents relevant to the Third Fee Application, calculate and draft summaries of the Third Fee application; conference with billing department to obtain summaries of data required for the draft of the fee applications;	4.40
12/02/20	L. Schepp	B190	Locate various OWICs for attorney review for Barclay's proffer.	0.80
12/03/20	C. Carty	B160	Attention to issues related to fee statements and interim fee application.	0.70
12/03/20	K. Kolb	B190	Analyze potential additional documents for use in depositions.	0.30
12/03/20	L. Poretsky	B160	Continue drafting third fee application	3.00
12/03/20	L. Poretsky	B160	Review and analyze reports received from billing department , request to re-run to comply with fee application guidance	0.80
12/04/20	C. Carty	B160	Attention to issues related to fee statements and interim fee application.	1.20
12/04/20	L. Poretsky	B160	Analyze billing reports, calculate and update third fee application	3.00
12/04/20	L. Schepp	B190	Identify additional OWICs in document production for attorney review.	0.40
12/07/20	G. Fromer	B190	Email Kyle Kolb and paralegal regarding preparation for deposition.	0.10
12/07/20	L. Poretsky	B160	Review various billing details and summaries received	4.40



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u> HOURS</u>
			from billing department; recalculate summary charts; conference with billing department re discrepancies in the calculations; continue draft third fee application and prepare exhibits;	
12/07/20	L. Poretsky	B160	Review C. Carty comments to the draft of Third Fee Application and make changes	1.00
12/07/20	L. Schepp	B190	Compile additional OWIC related documents.	0.70
12/08/20	C. Carty	B160	Review and revise draft third interim fee application.	1.20
12/08/20	L. Poretsky	B160	Conference with billing department to discuss discrepancies related to the draft of the third fee application	0.40
12/09/20	K. Kolb	B190	Analyze memo provided to experts, incorporate into outline, and analyze additional related documents.	2.20
12/09/20	G. Fromer	B190	Review deposition outline.	0.70
12/09/20	G. Fromer	B190	Discuss deposition preparation with Kyle Kolb.	0.10
12/09/20	G. Fromer	B190	Review and annotate deposition exhibits.	0.80
12/09/20	L. Poretsky	B160	Analyze current billing summaries to ensure accuracy and consistency;	0.60
12/09/20	L. Poretsky	B160	Review C. Carty comments to the draft of the third fee application and revise	0.90
12/09/20	L. Poretsky	B160	Calculate per updated summaries received from billing department, update and finalize third fee application	2.40
12/09/20	L. Schepp	B190	Update documents cited in Barclays' proffer in preparation for attorney review.	4.20
12/10/20	C. Carty	B160	Review and revise draft third interim fee application.	2.20
12/10/20	K. Kolb	B190	Revise proffer outline.	1.20
12/10/20	K. Kolb	B190	Analyze revisions to proffer outline and materials.	0.30
12/10/20	K. Kolb	B190	Revise materials for proffer.	0.20
12/10/20	G. Fromer	B190	Discuss preparing deposition exhibit binder with paralegal.	0.20
12/11/20	C. Carty	B160	Revise and finalize third interim fee app.	1.10
12/11/20	K. Kolb	B190	Revise proffer materials	1.20
12/11/20	L. Poretsky	B160	Conference with Chris Carty re status of the third fee application and filing options	0.30
12/11/20	L. Schepp	B190	Revise Barclays proffer in preparation for attorney review..	1.50
12/14/20	C. Carty	B190	Prepare for Barclays proffer.	1.50
12/14/20	S. O'Donnell	B190	Coordinate proffer call.	0.50
12/14/20	L. Poretsky	B160	Revise, redact and finalize Twelfth Monthly Fee application and e-file; e-mail to Prime Clerk re service of the filed statement	1.00



HERRICK

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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/15/20	C. Carty	B160	Finalize and file third interim fee application.	0.80
12/15/20	C. Carty	B190	Participate in prep session for Barclays proffer and prepare for same (1.0); review and analyze documents related to same (2.1).	3.10
12/15/20	S. O'Donnell	B190	Coordinate Barclays proffer call.	0.50
12/15/20	K. Kolb	B190	Final revisions to proffer outline.	0.30
12/15/20	K. Kolb	B190	Prepare for and attend session to prepare for proffer.	1.20
12/15/20	K. Kolb	B190	Call with opposing counsel.	0.10
12/15/20	G. Fromer	B190	Review deposition outline and expert memorandum regarding data to prepare for call with opposing counsel.	1.80
12/15/20	G. Fromer	B190	Discuss data with expert to prepare for call with opposing counsel.	0.50
12/15/20	G. Fromer	B190	Discuss deposition exhibits with Kyle Kolb.	0.10
12/16/20	K. Kolb	B190	Draft email to opposing counsel regarding data analysis.	0.30
12/21/20	C. Carty	B160	Review and analyze documentation from fee examiner.	0.70
12/22/20	C. Carty	B160	Attention to issues related to fee applications for fee examiner request.	1.40
12/28/20	K. Kolb	B190	Discuss logistical issues with opposing counsel and experts.	0.10
12/28/20	L. Schepp	B190	Compile additional documents of interest for review, per H. Zimmer	0.80
12/29/20	C. Carty	B160	Call with fee examiner and prepare for same.	0.80
				TOTAL \$35,897.50



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Matter Number: 19609.0001
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LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	18.00	785.00	14,130.00
G. Fromer	4.50	420.00	1,890.00
K. Kolb	10.30	610.00	6,283.00
S. O'Donnell	1.50	1,025.00	1,537.50
L. Poretsky	23.70	390.00	9,243.00
L. Schepp	8.40	335.00	2,814.00
TOTAL	66.40		\$35,897.50

MANAGING ATTORNEY'S OFFICE

Electronic/Paper Filing	97.50
TOTAL	\$97.50

E-DISCOVERY & LITIGATION SUPPORT SERVICES

Document Production	190.00
Project Management	76.00
TOTAL	\$266.00

TOTAL LEGAL SERVICES	\$36,261.00
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DISBURSEMENTS:

	<u>AMOUNT</u>
E-Discovery Data Hosting	115.00
Expert Witness Fees	15,450.00
Postage & Shipping	107.19
TOTAL:	\$15,672.19

TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	1.00	363.50



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Matter Number: 19609.0001
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TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B160	Fee/Employment Applications	36.60	19,317.00
B190	Other Contested Matters	29.80	16,580.50
TOTALS		67.40	\$36,261.00

PREVIOUS BILLS OUTSTANDING

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
356647	07/16/20	62,817.18	60,748.68	2,068.50
358157	08/24/20	43,825.32	36,934.32	6,891.00
538311	10/22/20	279,109.04	253,931.24	25,177.80
539160	11/12/20	24,329.85	21,482.65	2,847.20
540575	12/14/20	31,940.28	28,618.48	3,321.80
Total Outstanding				\$40,306.30



HERRICK

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

January 19, 2021
Invoice Number: 541328
Matter Number: 19609.0002
Tax ID: 662

Re: **Jointly Asserted Causes of Action**

Fees for legal services rendered through December 31, 2020	\$106,056.50
	TOTAL <u>\$106,056.50</u>
Unpaid balance from previous invoice(s)	\$166,001.10
Total Due Now	\$272,057.60

Kindly return this page with your check payment to:

Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:

Citibank, N.A.

ABA Number: 0089
Account Number: 6165
SWIFT #: S33

PLEASE REMIT PAYMENT WITHIN 30 DAYS

HERRICK, FEINSTEIN LLP • Two Park Avenue • New York, NY 10016 • Phone: 212.592.1400 • Fax: 212.592.1500



Invoice Number: 541328
Matter Number: 19609.0002
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LEGAL SERVICES RENDERED:

DATE	NAME	TASK CODE	NARRATIVE	HOURS
11/19/20	D. Field	B190	Review documents produced in adversary proceeding.	2.00
12/01/20	K. Kolb	B190	Analyze key documents produced in response to subpoenas.	0.90
12/01/20	K. Kolb	B190	Analyze key documents produced in response to subpoenas.	1.20
12/01/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	1.70
12/01/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	1.60
12/01/20	R. Quigley	B190	Analyze and code documents in productions.	7.70
12/01/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
12/02/20	K. Kolb	B190	Begin drafting cross-exam outline.	0.40
12/02/20	C. Anderson	B190	Review and analyze document production for relevant issues and documents.	1.20
12/02/20	D. Field	B190	Review documents produced in adversary proceeding.	1.20
12/02/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	2.60
12/02/20	R. Quigley	B190	Analyze and code documents in productions.	6.10
12/02/20	S. Stockman	B190	Continue 2L review.	5.60
12/02/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.00
12/02/20	H. Zimmer	B190	Confer with Chris Carty and Kyle Kolb on Wachtell subpoena.	0.10
12/02/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
12/03/20	K. Kolb	B190	Analyze response from opposing counsel regarding subpoena collection.	0.20
12/03/20	K. Kolb	B190	Supervise second level review.	0.20
12/03/20	K. Kolb	B190	Revise summaries of key documents produced in response to subpoenas.	2.90
12/03/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	0.80
12/03/20	R. Quigley	B190	Analyze and code documents in productions.	5.60
12/03/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.40
12/03/20	H. Zimmer	B190	Confer with Kyle Kolb concerning Blackstone subpoena.	0.10
12/03/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.90
12/03/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.80
12/03/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and update chart summarizing hot documents marked	0.80



<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u> HOURS</u>
			from same.	
12/04/20	C. Carty	B190	Review and analyze draft NDA (0.4); call with D. Chapman re same (0.1).	0.50
12/04/20	K. Kolb	B190	Revise summaries of key documents produced in response to subpoenas.	3.20
12/04/20	C. Anderson	B190	Review document production for relevant issues and documents.	0.70
12/04/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.70
12/04/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
12/04/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
12/04/20	H. Zimmer	B190	Analyze fee statements from July through October and draft portion of fee application related to same.	0.90
12/04/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and update chart summarizing hot documents marked from same.	0.40
12/06/20	K. Kolb	B190	Revise summaries of key documents produced in response to subpoenas.	1.70
12/06/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
12/06/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
12/06/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/06/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/07/20	K. Kolb	B190	Supervise second level review of documents produced in response to subpoena.	0.20
12/07/20	D. Field	B190	Review documents produced in adversary proceeding.	0.30
12/07/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	6.50
12/07/20	R. Quigley	B190	Analyze and code documents in productions.	2.40
12/07/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/07/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
12/07/20	H. Zimmer	B190	Email WLRK concerning subpoena and document production in response to subpoena.	0.10
12/07/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and update chart summarizing hot documents marked from same.	0.40
12/08/20	K. Kolb	B190	Supervise second level review of subpoena productions.	0.20
12/08/20	K. Kolb	B190	Emails with opposing counsel regarding subpoena.	0.10
12/08/20	D. Field	B190	Review documents produced in adversary proceeding.	1.30
12/08/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	3.00
12/08/20	S. Stockman	B190	Continue 2L review.	1.30
12/08/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.20



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/08/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
12/08/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/08/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and confer with Kyle Kolb concerning third-party production in response to subpoenas.	1.10
12/09/20	K. Kolb	B190	Revise summaries of key documents.	1.80
12/09/20	K. Kolb	B190	Supervise second level review process.	0.30
12/09/20	R. Quigley	B190	Analyze and code documents in productions.	3.10
12/09/20	S. Stockman	B190	Continue 2L review.	2.20
12/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
12/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and review edits from KK to chart summarizing hot documents.	2.40
12/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.30
12/09/20	H. Zimmer	B190	Confer with counsel concerning subpoena served on Blackstone.	0.10
12/09/20	H. Zimmer	B190	Email WLRK concerning subpoena and document production in response to subpoena.	0.10
12/10/20	K. Kolb	B190	Supervise second level review of documents produced by debtors' professionals.	0.10
12/10/20	K. Kolb	B190	Prepare for and attend meet and confer with counsel to Blackstone.	0.50
12/10/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	1.00
12/10/20	R. Quigley	B190	Analyze and code documents in productions.	1.30
12/10/20	S. Stockman	B190	Continue 2L review.	2.20
12/10/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.20
12/10/20	H. Zimmer	B190	Confer with Kyle Kolb and Chris Carty on third-party discovery	0.30
12/10/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.30
12/10/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/10/20	H. Zimmer	B190	Prepare for conference with counsel for Blackstone and Wilmer Hale concerning Blackstone subpoena, attend conference call, and confer with Kyle Kolb on same.	0.90
12/10/20	H. Zimmer	B190	Confer with Kyle Kolb on third party discovery and review of documents produced in adversary proceeding.	0.20
12/10/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
12/10/20	L. Schepp	B190	Compile documents cited in Barclays proffer.	4.70
12/11/20	C. Carty	B190	Correspondence related to third party subpoenas.	0.30



<u>DATE</u>	<u>NAME</u>	<u>TASK</u> <u>CODE</u>	<u>NARRATIVE</u>	<u> HOURS</u>
12/11/20	K. Kolb	B190	Initial draft of response to opposing counsel.	0.20
12/11/20	K. Kolb	B190	Draft email to opposing counsel.	0.30
12/11/20	E. Plowman	B190	Review and analyze docs in adversary proceeding.	2.70
12/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.80
12/11/20	H. Zimmer	B190	Confer with CC on subpoena to Girard Sharp and Robbins Arroyo, analyze search parameters concerning same, and review email from CC to same concerning subpoena.	0.20
12/11/20	H. Zimmer	B190	REvise email to Blackstone and confer with KK on same	0.30
12/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/11/20	H. Zimmer	B190	Revise email to Blackstone and confer with KK on same	0.70
12/14/20	K. Kolb	B190	Supervise second level review.	0.20
12/14/20	R. Quigley	B190	Analyze and code documents in productions.	2.00
12/14/20	S. Stockman	B190	Continue 2L review.	6.20
12/14/20	H. Zimmer	B190	Analyze letter from WLRK concerning production in response to subpoena.	0.10
12/14/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/14/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/14/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/14/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/15/20	K. Kolb	B190	Further meet and confer email to opposing counsel.	0.20
12/15/20	R. Quigley	B190	Analyze and code documents in productions.	6.80
12/15/20	S. Stockman	B190	Continue 2L review.	1.60
12/15/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/15/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.90
12/15/20	H. Zimmer	B190	ANalyze documents produced in adversary proceeding.	3.50
12/15/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/15/20	H. Zimmer	B190	Confer with KK on documents produced in adversary proceeding.	0.10
12/15/20	H. Zimmer	B190	Analyze email from KK to Blackstone concerning subpoena.	0.10
12/16/20	K. Kolb	B190	Supervise second level review and analyze new documents produced by debtors' professionals.	0.30
12/16/20	R. Quigley	B190	Analyze and code documents in productions.	2.60
12/16/20	S. Stockman	B190	Continue 2L review.	1.00
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.80
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10



<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/16/20	H. Zimmer	B190	Confer with counsel for Firard Sharp and Robbins Arroyo concerning subpoena.	0.10
12/16/20	H. Zimmer	B190	Confer with KK, CC, and H5 concerning WLRK production.	0.10
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.20
12/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and confer on same.	1.20
12/18/20	K. Kolb	B190	Email to opposing counsel regarding subpoena.	0.50
12/18/20	H. Zimmer	B190	Analyze email from Blackstone concerning subpoena and prior discussions with same and confer with KK.	0.30
12/18/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
12/18/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.80
12/18/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	6.20
12/20/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and revise chart summarizing hot documents.	0.60
12/20/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and review motions to dismiss concerning related topics.	0.70
12/20/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
12/20/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/21/20	C. Carty	B190	Call with H. Zimmer re meet and confer and prepare for same.	0.50
12/21/20	C. Carty	B190	Meet and confer with subpoena recipient and prepare for same.	0.50
12/21/20	K. Kolb	B190	Supervise second level review.	0.10
12/21/20	E. Plowman	B190	Review and analyze documents in adversary proceeding.	1.20
12/21/20	R. Quigley	B190	Analyze and code documents in productions.	4.80
12/21/20	H. Zimmer	B190	Confer with Chris Carty concerning subpoena on Girard Sharp and Robbins Arroyo and analyze draft search parameters and documents produced in adversary proceeding concerning same.	0.30
12/21/20	H. Zimmer	B190	Prepare for and attend conference call with counsel at Wilmer Hake, Girard Sharp, and Robbins Arroyo in connection with subpoena.	0.40
12/21/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.00
12/22/20	K. Kolb	B190	Supervise second level review of subpoena productions.	0.20
12/22/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
12/22/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
12/22/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.50
12/22/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.70
12/23/20	E. Plowman	B190	Review and analyze documents in adversary proceeding.	1.60



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/23/20	H. Zimmer	B190	Confer with KK and CC concerning review of documents produced in adversary proceeding.	0.10
12/23/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.80
12/23/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.20
12/23/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.50
12/23/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
12/24/20	E. Plowman	B190	Review and analyze documents in adversary proceeding.	2.10
12/24/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.20
12/24/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/24/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
12/24/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.80
12/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.40
12/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.80
12/26/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
12/26/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.40
12/26/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/27/20	K. Kolb	B190	Supervise second level review.	0.20
12/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
12/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.40
12/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.70
12/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/28/20	H. Zimmer	B190	Confer with KK and CC concerning subpoena served on WLRK.	0.10
12/29/20	C. Carty	B190	Review and analyze key documents.	1.50
12/29/20	K. Kolb	B190	Revise search for new hot documents.	0.30
12/29/20	K. Kolb	B190	Analyze documents produced by Blackstone.	0.30
12/29/20	K. Kolb	B190	Analyze key documents produced in response to subpoenas.	0.20
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.40
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.50
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and confer with KK and LS concerning same.	0.30



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u> HOURS</u>
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and confer with KK and CC concerning documents produced in adversary proceeding.	0.30
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.60
12/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
12/30/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and confer with KK concerning same.	2.00
12/30/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
12/30/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
12/30/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.10
12/30/20	H. Zimmer	B190	Analyze email from WLRK concerning production in response to subpoena.	0.10
12/31/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.20
12/31/20	H. Zimmer	B190	Confer with KK and LS concerning documents produced in adversary proceeding.	0.20
12/31/20	L. Schepp	B190	Update document production index and distribute to case team.	0.70
				TOTAL \$106,056.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Anderson	1.90	415.00	788.50
C. Carty	3.30	785.00	2,590.50
D. Field	4.80	435.00	2,088.00
G. Fromer	17.20	420.00	7,224.00
K. Kolb	16.90	610.00	10,309.00
E. Plowman	7.60	420.00	3,192.00
R. Quigley	42.40	420.00	17,808.00
L. Schepp	5.40	335.00	1,809.00
S. Stockman	20.10	435.00	8,743.50
H. Zimmer	118.40	435.00	51,504.00
TOTAL	238.00		\$106,056.50



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PREVIOUS BILLS OUTSTANDING

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
358158	08/24/20	114,394.47	91,935.87	22,458.60
538312	10/22/20	330,797.92	265,261.82	65,536.10
539161	11/12/20	221,704.24	177,615.54	44,088.70
540525	12/14/20	170,056.45	136,138.75	33,917.70
Total Outstanding				\$166,001.10

Exhibit D

Disbursement Summary

E-Discovery Data Hosting	\$115.00
Postage & Shipping	\$107.19
Professional Fees – Consultant Fees	\$15,450.00
Total	\$15,672.19

Exhibit E

Itemized Disbursement

Matter: Official Committee of Unsecured Creditor (19609)Sears Bankruptcy (0001)

Transaction Date	Disb Code	To Bill Amount
12/21/2020	Shipping (013)	\$36.55
12/21/2020	Shipping (013)	\$35.32
12/21/2020	Shipping (013)	\$35.32
12/31/2020	E-Discovery Data Hosting Minimum Charge (115)	\$100.00
12/31/2020	E-Discovery Data Hosting per Gig Charge (116)	\$15.00
1/1/2021	Expert Witness Fees (026)	\$15,450.00
		\$15,672.19



Invoice ID: 2021-00277

Account number: 26

Project Id: 26

Invoice date: January 1, 2021

Capital Market Risk Advisors
4851 Tamiami Trail North
Suite 243
Naples, FL 34103
Attn: Accounting

Kyle Kolb

Herrick Feinstein LLP
2 Park Avenue
New York, NY 10016

Invoice Total			\$15,450.00
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See attached spreadsheet for invoice specification.

NAME	AVERAGE RATE	TOTAL HOURS	TOTAL AMOUNT
Nie	400.00	5.0	2,000.00
Niculescu	1,250.00	10.3	12,875.00
Iacono	1,150.00	0.5	575.00
Grand Total	\$1,046.15	15.8	\$15,450.00

Please remit payment with the statement number to Capital Market Risk Advisors at the address listed above or via wire. Contact QBTTeam@advancedprofessional.net for wire instructions.